

EXHIBIT A
TILLINGHAST MONTHLY FEE
APPLICATION FOR THE PERIOD
OCTOBER 1-31, 2006

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
Debtors.)	Objection Deadline: January 4, 2007 at 4:00 p.m.
)	Hearing: Schedule if Necessary (Negative Notice)

**NOTICE OF FILING OF
SEVENTEENTH MONTHLY INTERIM APPLICATION OF
TOWERS PERRIN TILLINGHAST, ACTUARIAL CONSULTANTS TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos personal Injury Claimant; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

Towers Perrin Tillinghast, actuarial consultants to David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served its Seventeenth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as counsel to the FCR for the time period October 1, 2006 through October 31, 2006 seeking payment of fees in the amount of \$99,687.60 (80% of \$124,609.50) and expenses in the amount of \$1,458.41 (the "Application") for a total of \$101,146.01.

This Application is submitted pursuant to this Court's Administrative Order Under 11 U.S.C. Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members entered on March 17, 2003 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **January 4, 2007 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) actuarial consultants to the FCR, Jennifer L. Biggs, Towers Perrin, 101 S. Hanley Rd., St. Louis, MO 63105; (ii) co-counsel to the FCR, Roger Frankel, Esquire and Richard H. Wyron, Esquire, Orrick, Herrington & Sutcliffe LLP, 3050 K Street, NW, Washington, DC 20007; (iii) co-counsel to the FCR, John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iv) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (v) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (vi) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vii) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (viii) co-counsel to the DIP Lender, J.

Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (ix) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (x) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (xi) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments should be directed to undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: 

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
The Washington Harbour
3050 K Street, NW
Washington, DC 20007
(202) 339-8400
Co-Counsel to David T. Austern, Future Claimants
Representative

--and--

PHILLIPS, GOLDMAN & SPENCE, P.A.

John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200
(302) 655-4210 (fax)
Co-Counsel to David T. Austern, Future Claimants
Representative

Dated: December 15, 2006

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
)	
Debtors.)	Objection Deadline: January 4, 2007 at 4:00 p.m
)	Hearing: Schedule if Necessary (Negative Notice)

**COVER SHEET TO SEVENTEENTH MONTHLY APPLICATION OF
TOWERS PERRIN TILLINGHAST, ACTUARIAL CONSULTANTS
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
OCTOBER 1, 2006 THROUGH OCTOBER 31, 2006**

Name of Applicant: Towers Perrin Tillinghast

Authorized to Provide Professional Services to: David T. Austern, Future Claimants' Representative (the "FCR")

Date of Retention: As of October 29, 2004 (pursuant to this Court's Order entered December 21, 2004)

Period for which compensation is sought: October 1, 2006 through October 31, 2006

Amount of Compensation (100%) sought as actual, reasonable, and necessary: \$124,609.50

80% of fees to be paid: \$ 99,687.60

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$ 1,458.41

Total Fees @ 80% and 100% Expenses: \$101,146.01

This is an: ___ interim X monthly ___ final application.

COMPENSATION SUMMARY

October 2006

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Year Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Jenni Biggs	Consulting Actuary (21 years) FCAS	\$625	56.80	\$35,500.00
Julianne Callaway	Analyst (3 years) ACAS	\$300	36.00	\$10,800.00
Bryan Gillespie	Consulting Actuary (1 year) FCAS	\$400	52.10	\$20,840.00
Chris Grant	Analyst (10 years)	\$210	1.20	\$252.00
Jeffrey Kimble	Consulting Actuary (5 years) ACAS	\$375	44.00	\$16,500.00
Nicole King	Analyst (4 years)	\$250	1.30	\$325.00
Ken Leonard	Consulting Actuary (2 years) ACAS	\$385	50.00	\$19,250.00
Lana Leonard	Analyst (2 years)	\$175	7.00	\$1,225.00
Adam Luechtefeld	Analyst (3 years)	\$250	19.60	\$4,900.00
Brent Petzoldt	Analyst (1 year)	\$100	5.20	\$520.00
David Powell	Consulting Actuary (21 years) ACAS	\$675	0.50	\$337.50
Rhamonda Riggins	Analyst (4 years)	\$260	50.00	\$13,000.00
Aaron Tresnak	Analyst (1 year)	\$155	1.60	\$248.00
Ed Woynich	Consultant (2 years)	\$285	3.20	\$912.00
Total Blended Rate: \$379.33			328.50	\$124,609.50

COMPENSATION BY PROJECT CATEGORY

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Data Analysis	328.50	\$124,609.50

EXPENSE SUMMARY

<u>Expense Category</u>	<u>Total</u>
Airfaire	\$991.20
Taxi	\$32.00
Hotel	\$332.26
Meals	\$56.62
Jenni Biggs American Express charge for airfare reservation for cancelled 10/12/2006 meeting	\$15.00
Jeff Kimble American Express charge for airfare reservation for upcoming 11/8/2006 meeting	\$15.00
Bryan Gillespie use of own car to/from Philadelphia airport	\$16.33
Total Expenses	\$1,458.41

October 2006 – Grand Total	\$126,067.91
-----------------------------------	---------------------

Respectfully submitted,

TOWERS PERRIN TILLINGHAST

By: 

Jennifer L. Biggs, FCAS, MAAA

101 S. Hanley Rd.

St. Louis, MO 63105

(314) 719-5843

Dated: Dec 11, 2006

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

VERIFICATION

STATE OF MISSOURI

COUNTY OF ST. LOUIS, TO WIT:

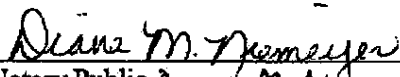
Jennifer L. Biggs, after being duly sworn according to law, deposes and says:

1. I am an actuarial consultant of the applicant consulting firm Towers Perrin Tillinghast.
2. I am familiar with the services rendered by Towers Perrin Tillinghast, actuarial consultants to David T. Austern as Future Claimants' Representative ("FCR"). The work performed on behalf of the FCR by professionals of the firm is described in the invoices attached as Exhibit A hereto.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


JENNIFER L. BIGGS

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 11th DAY OF DECEMBER, 2006


Notary Public Diana M. Niemeyer

My commission expires: 4-25-09

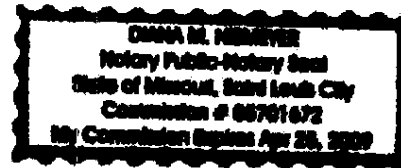


EXHIBIT A

**W.R. Grace (Bankruptcy)
Towers Perrin Time Records**

<u>Professional</u>	<u>Date</u>	<u>Hours</u>	<u>Rate</u>	<u>\$ Fees</u>	<u>Description</u>
Oct-06 (pg 1 of 2)					
Jenni Biggs	10/3/2006	1.70	\$625	\$1,062.50	Matching & SAM patterns
Jenni Biggs	10/4/2006	2.88	\$625	\$1,791.00	Patterns; meeting
Jenni Biggs	10/6/2006	0.70	\$625	\$437.50	Filing pattern
Jenni Biggs	10/6/2006	0.30	\$625	\$187.50	Filing pattern
Jenni Biggs	10/9/2006	0.60	\$625	\$375.00	Marville matching
Jenni Biggs	10/13/2006	2.30	\$625	\$1,437.50	Analysis
Jenni Biggs	10/11/2006	0.90	\$625	\$562.50	SQL database
Jenni Biggs	10/12/2006	0.20	\$625	\$125.00	SQL database
Jenni Biggs	10/18/2006	4.20	\$625	\$2,625.00	Conference call & review of materials from N. Finch; Marville data - matching
Jenni Biggs	10/17/2006	7.30	\$625	\$4,562.50	Marville & RUST data
Jenni Biggs	10/18/2006	1.70	\$625	\$1,062.50	Discussion regarding expert reports
Jenni Biggs	10/19/2006	2.88	\$625	\$1,791.00	Marville matching
Jenni Biggs	10/23/2006	0.50	\$625	\$312.50	RUST database
Jenni Biggs	10/23/2006	7.00	\$625	\$4,375.00	RUST data; Varus; memo matching
Jenni Biggs	10/24/2006	5.00	\$625	\$3,125.00	RUST data; pattern analysis
Jenni Biggs	10/25/2006	1.30	\$625	\$812.50	Data analysis
Jenni Biggs	10/26/2006	4.50	\$625	\$2,812.50	Data analysis
Jenni Biggs	10/27/2006	3.50	\$625	\$2,187.50	Data analysis
Jenni Biggs	10/30/2006	2.00	\$625	\$1,250.00	Filing projections
Jenni Biggs	10/30/2006	1.00	\$625	\$625.00	Data analysis
Jenni Biggs	10/30/2006	1.50	\$625	\$937.50	Project planning
Jenni Biggs	10/31/2006	<u>5.00</u>	<u>\$625</u>	<u>\$3,125.00</u>	Data analysis and patterns
		56.90		\$35,500.00	
Julianne Callaway	10/3/2006	0.10	\$300	\$30.00	Database query
Julianne Callaway	10/4/2006	6.50	\$300	\$1,950.00	Database query
Julianne Callaway	10/5/2006	0.90	\$300	\$270.00	Database query
Julianne Callaway	10/23/2006	0.70	\$300	\$210.00	Review database match to Marville data
Julianne Callaway	10/24/2006	2.60	\$300	\$780.00	Database checks
Julianne Callaway	10/25/2006	2.50	\$300	\$750.00	Database checks
Julianne Callaway	10/26/2006	2.00	\$300	\$600.00	Database checks
Julianne Callaway	10/27/2006	5.80	\$300	\$1,740.00	Database checks
Julianne Callaway	10/30/2006	8.70	\$300	\$2,610.00	Database work
Julianne Callaway	10/31/2006	<u>8.20</u>	<u>\$300</u>	<u>\$2,460.00</u>	Database work
		36.00		\$10,800.00	
Bryan Gillespie	10/3/2006	3.40	\$400	\$1,360.00	Review of expert reports re Armstrong case, draft of exhibit for Grace work
Bryan Gillespie	10/3/2006	2.70	\$400	\$1,080.00	Review of last Armstrong expert report articles & of Babcock articles; update of spreadsheet
Bryan Gillespie	10/11/2006	0.30	\$400	\$120.00	Exchange tickets for rescheduled 10/12 mtg
Bryan Gillespie	10/17/2006	4.70	\$400	\$1,880.00	Review of last half of Stallard and Manton book, discussions with Ed Woyrich on plans & questions to ask during RUST visit
Bryan Gillespie	10/18/2006	5.28	\$400	\$2,112.00	Review of Nicholson (1982), review & analysis of expert reports on calculations of propensity to sue, discuss plans for RUST visit
Bryan Gillespie	10/19/2006	2.10	\$400	\$840.00	Work in preparation for RUST meeting
Bryan Gillespie	10/23/2006	1.70	\$400	\$680.00	Review of Stallard book occupational classes
Bryan Gillespie	10/24/2006	0.70	\$400	\$280.00	Review of memo claims data for Grace
Bryan Gillespie	10/25/2006	8.80	\$400	\$3,520.00	Review of Grace product history
Bryan Gillespie	10/26/2006	1.10	\$400	\$440.00	Continued review of product history
Bryan Gillespie	10/27/2006	0.60	\$400	\$240.00	Prepared summary on product history
Bryan Gillespie	10/29/2006	1.30	\$400	\$520.00	Analysis
Bryan Gillespie	10/30/2006	11.50	\$400	\$4,600.00	Analysis and RUST meeting
Bryan Gillespie	10/31/2006	<u>9.80</u>	<u>\$400</u>	<u>\$3,920.00</u>	Analysis and RUST meeting
		52.10		\$20,840.00	
Chris Grant	10/3/2006	<u>1.20</u>	<u>\$210</u>	<u>\$252.00</u>	Add industry code and country name to all records in the requested flat file; review rease data w/ Jeff Kimble
		1.20		\$252.00	
Jeff Kimble	10/3/2006	7.70	\$375	\$2,887.50	Updating filing pattern based on Stallard information.
Jeff Kimble	10/4/2006	5.00	\$375	\$1,875.00	Updating filing pattern based on Stallard information.
Jeff Kimble	10/6/2006	2.30	\$375	\$862.50	Create new filing patterns LC vs Other Cancer; Also incorp Stallard info.
Jeff Kimble	10/24/2006	7.30	\$375	\$2,737.50	Create new filing patterns LC vs Other Cancer; Also incorp Stallard info.
Jeff Kimble	10/25/2006	5.70	\$375	\$2,137.50	Updating filing pattern based on Stallard information.
Jeff Kimble	10/27/2006	1.80	\$375	\$675.00	Updating filing pattern based on Stallard information.
Jeff Kimble	10/30/2006	1.70	\$375	\$637.50	Meeting with Jenni and Bryan to discuss revisions to the report.
Jeff Kimble	10/30/2006	2.20	\$375	\$825.00	Meeting with Eric Stallard to discuss pattern adjustments and post meeting discussion with Jenni & Bryan.
Jeff Kimble	10/30/2006	4.50	\$375	\$1,687.50	Incorporating ES comments on filing pattern.
Jeff Kimble	10/31/2006	<u>5.80</u>	<u>\$375</u>	<u>\$2,175.00</u>	Incorporating ES comments on filing pattern.
		44.00		\$16,500.00	

**W.R. Grace (Bankruptcy)
Towers Perrin Time Records**

<u>Professional</u>	<u>Date</u>	<u>Hours</u>	<u>Rate</u>	<u>\$ Fee</u>	<u>Description</u>
Oct-06 (pg 2 of 2)					
Nicole King	10/4/2006	0.80	\$250	\$200.00	CMS database
Nicole King	10/24/2006	0.50	\$250	\$125.00	CMS database
		1.30		\$325.00	
Ken Leonard	10/2/2006	2.00	\$385	\$770.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/3/2006	4.00	\$385	\$1,540.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/4/2006	1.00	\$385	\$385.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/5/2006	1.00	\$385	\$385.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/11/2006	1.00	\$385	\$385.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/12/2006	3.00	\$385	\$1,155.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/17/2006	5.00	\$385	\$1,925.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/18/2006	8.00	\$385	\$3,080.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/19/2006	9.00	\$385	\$3,465.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/20/2006	8.00	\$385	\$3,080.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/23/2006	5.00	\$385	\$1,925.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/24/2006	1.00	\$385	\$385.00	Match Unknown Grace Claimant with a Manville injury code
Ken Leonard	10/25/2006	2.00	\$385	\$770.00	Match Unknown Grace Claimant with a Manville injury code
		50.00		\$19,250.00	
Lana Leonard	10/5/2006	4.00	\$175	\$700.00	Assist Ken Leonard in the matching of Grace unknown injury codes
Lana Leonard	10/9/2006	3.00	\$175	\$525.00	Assist Ken Leonard in the matching of Grace unknown injury codes
		7.00		\$1,225.00	
Adam Luechtefeld	10/9/2006	6.00	\$250	\$1,500.00	Working on the Model
Adam Luechtefeld	10/10/2006	3.00	\$250	\$750.00	Working on the Model
Adam Luechtefeld	10/11/2006	5.80	\$250	\$1,450.00	Working on the Model
Adam Luechtefeld	10/12/2006	3.20	\$250	\$800.00	Working on the Model
Adam Luechtefeld	10/19/2006	0.30	\$250	\$75.00	Working on the Model
Adam Luechtefeld	10/17/2006	0.80	\$250	\$200.00	Preparing model for tech review
Adam Luechtefeld	10/30/2006	0.60	\$250	\$125.00	Working on the Model
		19.80		\$4,900.00	
Brent Petzoldt	10/17/2006	3.80	\$100	\$380.00	Helped with data prep
Brent Petzoldt	10/31/2006	1.40	\$100	\$140.00	Data cleanup
		5.20		\$520.00	
Dave Powell	10/27/2006	0.50	\$675	\$337.50	Database elimination of duplicate records
		0.50		\$337.50	
Rhonda Riggins	10/12/2006	1.70	\$280	\$442.00	RUST database
Rhonda Riggins	10/13/2006	1.00	\$280	\$280.00	RUST database
Rhonda Riggins	10/16/2006	3.50	\$280	\$910.00	RUST database
Rhonda Riggins	10/17/2006	0.60	\$280	\$168.00	RUST database
Rhonda Riggins	10/19/2006	1.50	\$280	\$390.00	RUST database
Rhonda Riggins	10/20/2006	1.80	\$280	\$468.00	RUST database
Rhonda Riggins	10/21/2006	2.00	\$280	\$560.00	RUST database
Rhonda Riggins	10/23/2006	7.50	\$280	\$1,860.00	RUST database
Rhonda Riggins	10/24/2006	5.50	\$280	\$1,430.00	RUST database
Rhonda Riggins	10/25/2006	5.80	\$280	\$1,508.00	RUST database
Rhonda Riggins	10/26/2006	5.20	\$280	\$1,352.00	RUST database
Rhonda Riggins	10/27/2006	3.08	\$280	\$780.00	RUST database
Rhonda Riggins	10/30/2006	5.00	\$280	\$1,300.00	RUST database
Rhonda Riggins	10/31/2006	0.00	\$280	\$1,580.00	RUST database
		50.00		\$13,000.00	
Aaron Tronick	10/18/2006	1.80	\$155	\$249.00	Determining matches and non-matches of law firm names between Grace and Manville
		1.50		\$248.00	
Ed Woynick	10/17/2006	1.00	\$285	\$285.00	Discussion with Bryan Gillespie and review of WR Grace questionnaire
Ed Woynick	10/18/2006	1.50	\$285	\$427.50	Work on list of questions for RUST review
Ed Woynick	10/19/2006	0.70	\$285	\$199.50	Conference call and discussions and email
		3.20		\$912.00	
		328.50		\$124,809.50	